944952

SEC Potential persons who are to respond to the collection of information

1972 (6- contained in this form are not required to respond unless the form displays

a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

04033443

FORM D

Received
Thomson Corp

Thomson Corp

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix	Serial				
DATE RE	ECEIVED				

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005
Estimated average burden

Name of Offering ([] check if this is an amendment and name has changed, an change.) SiteWorks Inc	d indicate
Filing Under (Check box(es) that [x] Rule 504 [Rule 505 [] Rule 506 [x	Section 4(6) [x] l
Type of Filing: [x] New Filing [] Amendment	PROCES ——JUN 25 20
A. BASIC IDENTIFICATION DATA	THE STORY OF STORY
Enter the information requested about the issuer	FINANCIAL
Name of Issuer ([] check if this is an amendment and name has changed, and change.) SiteWorks, Inc	indiciate
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 2534 N Miami Ave, Miami, Florida	33127

1

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)				
Brief Description of Business Real Estate and Development Company				
Type of Business Organization				****
[x] corporation	[] limited partnership	o, already formed	d [] other (please	specify):
[] business trust	[] limited partnership	o, to be formed		
A BITA MARKAMENTANIAN STATES AND STATES OF A TOTAL SECURITY OF A STATE OF A STATES AND A STATES AND A STATE OF A STATE OF A STATES AND A STATES AND A STATE OF A STATES AND A STATES A		Month Ye	ear	Mandan
Actual or Estimated Date of Inco Organization:	prporation or	[0]8][0 1]] [x] Actual [Estimated]
Jurisdiction of Incorporation or C	•		al Service abbreviation for reign jurisdiction) [F]	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this

form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[x] Promoter [x] Benefici Owner	al [x] Executive Officer	[x] Director [] General and/o Managing Partner
Full Name (Last nam	ne first, if individual) C Mich	ael Nurse	Prince Page and Control of the Control of the Control of Control o
Business or Residen 33127	ce Address (Number and S	treet, City, State, Zip Co	ode) 2534 N Miami Ave FI
Check Box(es) that Apply:	[] Promoter [] Benefici Owner	al [] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	ALCHARTUM MALICUM CHARTON CHAR	TREET IN LINEAL LANEA CANTER A THE REAL AND THE THE TREET TO THE TREET TO THE
Business or Residen	ce Address (Number and S	treet, City, State, Zip Co	ode)
Check Box(es) that Apply:	[] Promoter [] Benefici Owner	al [] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	AND THE RESIDENCE OF THE PROPERTY OF THE PROPE	
Business or Residen	ce Address (Number and S	treet, City, State, Zip Co	ode)
Check Box(es) that Apply:	[] Promoter [] Benefici Owner	al [] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	rauka aurum umung mangantarahan ipantan an menganyungan perungan pengungan pengungan pengungan kelabagan an me	
Business or Residen	ce Address (Number and S	treet, City, State, Zip Co	ode)

Check Box(es) that Apply:		Beneficial Owner	[] Executive Officer	[] Directo	r [] General and/o Managing Partner	or
Full Name (Last name	e first, if individual)			Angus Alako en cascadoro de comença de cascadoro de comen	nt tit flyggangar allina aca Man Ni Chi fe di ti flott tit paga agam agam agam as	
Business or Residence	ce Address (Numbe	r and Street, C	ity, State, Zip Code	∋)	HARP AND	
Check Box(es) that Apply:	[] Promoter [] E	Beneficial Dwner	[] Executive Officer	[] Directo	or [] General and/o Managing Partner	or
Full Name (Last name	e first, if individual)	affright (1995). July Lapture in conference and fire a No. Shipma (Language processes and see a Principles	омерина от домен и в темперина от достовнения домен домен от темперина	ahrri Christel Annah nakana sana annyakirik rimban annah sanak sanak	nn den stade (Altridestad en 1996 de 1976) com que est para el maio.	
Business or Residence	ce Address (Numbe	r and Street, C	ity, State, Zip Code	9)		
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Full Name (Last nam	e first, if individual)	raphore e contrata de como contrata difensa que assente de sente de sente de sente de sente de sente de sente	Marie M. et 20. This first de groupe dans autorite et 200 et			
Business or Residence	ce Address (Numbe	r and Street, C	ity, State, Zip Code	e)	MPN_MANAGERSCORECTOR COURT COU	
(Use blank she	et, or copy and us	e additional c	opies of this shee	et, as neces	sary.)	
6°tactuuroopindari MPMICER japaanseen senterra teletapanseen een elektrik iliterra ya	B. INFORM	ATION ABOU	T OFFERING		Milyar pricerolates and the SM Palacets personal resources.	
1. Has the issuer sold this offering?					Yes No [x]	
2. What is the minimum		* *	ımn 2, if filing unde	er ULOE.		
2. What is the minimum individual?		will be accepted	a nom any		\$1000.00	
3. Does the offering p	permit joint ownersh	ip of a single u	nit?		Yes No [x] []	
4. Enter the informati given, directly or indirectly or in	rectly, any commiss ction with sales of set d person or agent or states, list the nam are associated person	ion or similar re ecurities in the f a broker or de e of the broker ons of such a b	emuneration for so offering. If a perso ealer registered wit or dealer. If more	licitation of n to be h the SEC than five (5)		
Full Name (Last nam	e first, if individual)	N/A	okida Milik (1960) sa parusus arak kiki kin 1964 Massanas sahakula eri 1964 Mas		karramannin kalendi Maramannin kalenda	
Business or Residen	ce Address (Numbe	er and Street, C	ity, State, Zip Code	e)	Nethodocominate (1998) (Nethodocomina (1894)	
Name of Associated	Broker or Dealer		**************************************			

States	in Whic	h Perso	on Listed	l Has Sc	olicited o	r Intends	to Solic	it Purch	asers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		••		[] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[OM]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Name	of Asso	ciated E	Broker o	Dealer	**************************************	egopyriidhi duadaa istolga lucaga liisidhidhidhidhidhidhidhidhidhidhidhidhidhi	9865a85368644 (9965963) 986686443 48530 Calc 98	(***************************************	**************************************	***************************************	-
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E	quity			· · · · · · · · · · · · · · · · · · ·				. <i>.</i> \$			\$	

[] Common [] Preferred		
Convertible Securities (including warrants)	\$ 1.00	\$ 0.00
Partnership Interests		\$
Other (Specify).		\$
Total	\$	\$
Answer also in Appendix, Column 3, if filing under ULOE.		,
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	I	Aggregate
		Dollar Amount
	Number Investors	of Purchases
	0	\$
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	0	\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type		
listed in Part C-Question 1.		
		Dollar Amount
Type of offering	Type of Security	Dollar Amount Sold
Type of offering Rule 505	Type of Security	Sold \$0
Type of offering Rule 505 Regulation A	Type of Security0	Sold \$0 \$0
Type of offering Rule 505 Regulation A Rule 504	Type of Security0	Sold \$0
Type of offering Rule 505 Regulation A	Type of Security0	Sold \$0 \$0
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Type of Security 00	Sold \$0 \$0 \$ \$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Type of Security 0 0 0	Sold \$0 \$0 \$0 \$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	Type of Security 00	Sold \$0 \$0 \$0 \$0 \$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	Type of Security 00	Sold \$0 \$0 \$0 \$ \$ []\$5,000 []\$10,000 []\$9,000
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	Type of Security 0 0 0	Sold \$0 \$0 \$0 \$0 \$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	Type of Security 0 0 0	Sold \$0 \$0 \$0 \$0 \$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	Type of Security 0 0 0	Sold \$0 \$0 \$0 \$0 \$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	Type of Security 0 0 0	Sold \$0 \$0 \$0 \$0 \$

b. Enter the difference between the aggregate offering price given in response to Part ${\bf C}$

\$--911,000

- Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer."
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

Salaries and fees	Payments to Officers, Directors, & Affiliates [x \$125,000	Payments To Others [x] \$
Purchase of real estate	[]\$	[x] 200,000.00_
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[x] \$ 30,000.00
Construction or leasing of plant buildings and facilities	[]\$	[X] \$_17,000.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[x] \$ 246,000.00
Repayment of indebtedness	[]\$	[x] \$ 150,000
Working capital	[]\$	[x] \$_143,000.00
Other (specify):	[]\$	[] \$
	[]\$	[]
Column Totals	[x] \$125,000	[]\$911,000
Total Payments Listed (column totals added)	[x]\$_911,000.0	00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Đate
SiteWorks Inc	Carl M Nurse	June 14, 2004
Name of Signer (Print or Type)	Title of Signer (Print o	r Type) C E O
Carl M Nurse		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations.	(See 18
U.S.C. 1001.)	·

E. STATE SIGNATURE			
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No		

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date June 15, 2004
SiteWorks Inc	Carl M Nurse
Name of Signer (Print or Type)	Title (Print or Type) C E O
Carl M Nurse	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	2		3	4				5 Disqualification	
			Type of security					under Sta	te ULOE
	Intend		and aggregate					(if yes, attach	
	to non-ac investors		offering price offered in state	Type of investor and amount purchased in State (Part C-Item 2)				explanation of waiver granted) (Part E-Item 1)	
	(Part B-		(Part C-Item 1)						
				Number of	<u> </u>	Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL	103	X	@ 1.00 per unit	IIIVESIOIS	Amount	investors	Amount	103	X
AK		X	@ 1.00 /unit						X
ΑZ		x	@ 1.00 /unit						X
AR		х	@ 1.00 /unit						X
CA		Х	@ 1.00 /unit						X
СО		x	@ 1.00 /unit						X
СТ		x	@ 1.00 /unit						x
DE		x	@ 1.00 /unit						X
DC		x	@ 1.00 /unit						x
FL		x	@ 1.00 /unit						X
GA		X	@ 1.00 /unit				The second secon		X
Н		X	@ 1.00 /unit						X
ID		x	@ 1.00 /unit						X
۱L		X	@ 1.00 /unit						X
IN		X	@ 1.00 /unit						X
IA		X	@ 1.00 /unit			_			X
KS		х	@ 1.00 /unit						X
KY		X	@ 1.00 /unit						X
LA		X	@ 1.00 /unit						X
ME		X	@ 1.00 /unit		<u> </u>				X
MD		x	@ 1.00 /unit						X
MA		X	@ 1.00 /unit						X
MI		X	@ 1.00 /unit						X
MN		X	@ 1.00 /unit						X
MS		X	@ 1.00 /unit						X
MO	<u> </u>	X	@ 1.00 /unit	ļ	<u> </u>	ļ			X
MT		X	@ 1.00 /unit						X
NE		X	@ 1.00 /unit	<u> </u>					X
NV		X	@ 1.00 /unit		<u> </u>	<u> </u>	<u> </u>		X
NH		X	1.00 /unit	1			1	<u></u>	j X

	**************************************			****		 T T	·····
NJ	X	<u>@</u> 1.00 /unit	: 				X .
NM	X	@ 1.00 /unit					X
NY	X	@ 1.00 /unit					X
NC	X	@ 1.00 /unit					X
ND	X	@ 1.00 /unit					X
ОН	X	@ 1.00 /unit	•				X
OK	X	@ 1.00 /unit					X
OR	X	@ 1.00 /unit					X
PA	Х	@ 1.00 /unit					X
RI	Х	@ 1.00 /unit					X
SC	X	@ 1.00 /unit					X
SD	X	@ 1.00 /unit					X
TN	X	@ 1.00 /unit					X
TX	X	@ 1.00 /unit					X
UT	X	@ 1.00 /unit					X
VT	X	@ 1.00 /unit					X
VA	х	@ 1.00 /unit					X
WA	X	@ 1.00 /unit	er illinois Drawn son son ellistis				X
WV	X	@ 1.00 /unit					X
WI	X	@ 1.00 /unit					X
WY	X	@ 1.00 /unit					X
PR	x	@ 1.00 /unit			The state of the s		X

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002